




MILLENNIUM CHALLENGE CORPORATION OFFICE OF GENERAL COUNSEL

GENERAL COUNSEL'S CERTIFICATION

I hereby certify that each of the agenda items listed below, which are scheduled for consideration and discussion at the July 28, 2005 meeting of the Board of Directors of the Millennium Challenge Corporation, properly may be closed to public observation and the record of the meeting withheld from the public under subsection (c)(1) of the Government in the Sunshine Act (5 U.S.C. § 552b(c)(1)) ("Exemption 1"). Exemption 1 authorizes closing a meeting if the meeting is likely to disclose matters that are specifically authorized to be kept secret in the interests of U.S. foreign policy and are in fact properly classified.

Agenda Items:

- I. A.** Approval of Minutes of May 20, 2005 and June 13, 2005 Board of Directors Meetings
- I. B.** Discussion and approval of proposed MCA Candidate Countries for FY 2006
- I. C.** Discussion of proposed Compact with Georgia
- I. D.** Update on other Compact Development matters
- I. E.** Threshold Program Update



Jon A. Dyck
Vice President and General Counsel



Date